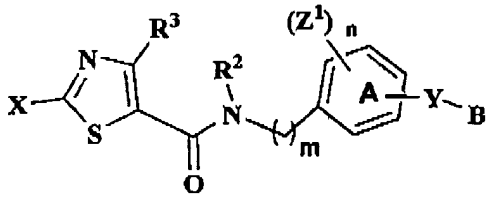
AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Currently Amended) A compound having the formula (I),



(I)

enantiomers, diastereomers, pharmaceutically-acceptable salts, and solvates thereof, wherein,

ring A is phenyl ~~or pyridyl~~;

Y is $-C(=O)NR^1-$ ~~or $-NR^1C(=O)-$~~ and is attached to the phenyl ~~or pyridyl~~ ring in the meta or para position;

R^1 is

(a) hydrogen~~, or~~

~~(b) alkyl, cycloalkyl, aryl(alkyl), (heteroaryl)alkyl, (heterocyclo)alkyl or (cycloalkyl)alkyl, any of which may be optionally substituted as valence allows with Z^{1a}, Z^{2a} and up to two Z^{3a}~~;

B is

(a) hydrogen ~~or hydroxy or~~

~~(b) alkyl, cycloalkyl, (cycloalkyl)alkyl, alkenyl, alkoxy, (alkoxy)alkyl, aryl, (aryl)alkyl, heteroaryl, (heteroaryl)alkyl, heterocyclo or (heterocyclo)alkyl, any of which may be optionally substituted as valence allows with Z^{1b}, Z^{2b} and up to two Z^{3b}~~;

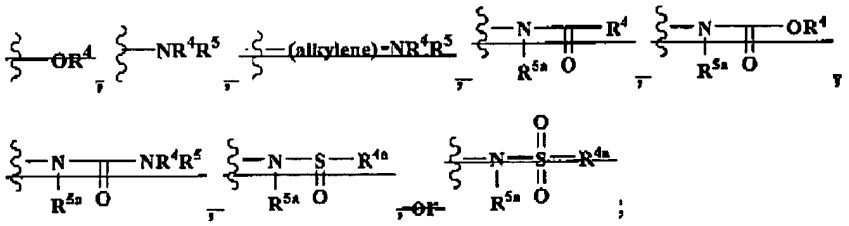
R^2 is

(a) hydrogen~~, or~~

~~(b) alkyl, cycloalkyl, aryl(alkyl), (heteroaryl)alkyl, (heterocyclo)alkyl, or (cycloalkyl)alkyl, any of which may be optionally substituted as valence allows with Z^{1c}, Z^{2c} and up to two Z^{3c}~~;

R^3 is hydrogen~~, alkyl, haloalkyl, alkoxy, (alkoxy)alkyl, hydroxy, (hydroxy)alkyl, halogen, cyano, or NR^6R^7~~;

X is



R^4~~,~~ and R^5 ~~and R^{5a}~~ are independently

(a) hydrogen~~, or~~

~~(b) alkyl, cycloalkyl, (cycloalkyl)alkyl, (alkoxy)alkyl, alkenyl, aryl, (aryl)alkyl, heteroaryl, (heteroaryl)alkyl, heterocyclo or (heterocyclo)alkyl, any of which may be optionally substituted as valence allows with Z^{1d}, Z^{2d} and up to two Z^{3d}; or~~

~~(c) R^4 and R^5 together with the nitrogen atom to which they are bonded may optionally combine to form a heterocyclo ring which may be optionally substituted as valence allows with Z^{1d}, Z^{2d} and up to two Z^{3d}~~; or

~~R^{4a} is alkyl, cycloalkyl, (cycloalkyl)alkyl, alkoxy, (alkoxy)alkyl, alkenyl, aryl, (aryl)alkyl, heteroaryl, (heteroaryl)alkyl, heterocyclo, or (heterocyclo)alkyl, any of which may be optionally substituted as valence allows with Z^{1d}, Z^{2d} and up to two Z^{3d}~~;

~~R^6 and R^7 are independently~~

~~(a) hydrogen or~~

~~(b) alkyl, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, heteroaryl, (heteroaryl)alkyl, heterocyclo or (heterocyclo)alkyl, any of which may be optionally substituted as valence allows with Z^{1e}, Z^{2e} and up to two Z^{3e}~~;

~~Z^{1-1e}, Z^{2a-2e}, and Z^{3a-3e} are~~ is an optional substituents independently selected from

(1) R^{10}, where R^{10} is

(i) alkyl~~, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl~~; or

(ii) a group (i) which is itself substituted by one to four of the same or different groups (i); ~~or~~

~~(iii) a group (i) or (ii) which is independently substituted by one to four of the following groups (2) to (12);~~

~~(2) OR^{11};~~

~~(3) SR^{11};~~

~~(4) $-C(O)_tR^{11}$ or $-O-C(O)R^{11}$;~~

~~(5) SO_2H, $S(O)_tR^{11}$, or $S(O)_tN(R^{11})R^{13}$;~~

~~(6) halo;~~

~~(7) cyano;~~

~~(8) nitro;~~

~~(9) $U^1-NR^{12}R^{13}$;~~

~~(10) $U^1-N(R^{11})-U^2-NR^{12}R^{13}$;~~

~~(11) $U^1-N(R^{14})-U^2-R^{11}$;~~

~~(12) oxo;~~

~~U^1 and U^2 are each independently~~

~~(1) a single bond;~~

~~(2) $-U^3-S(O)_t-U^4-$;~~

~~(3) $-U^3-C(O)-U^4-$;~~

~~(4) $-U^3-C(S)-U^4-$;~~

~~(5) $-U^3-O-U^4-$;~~

~~(6) $-U^3-S-U^4-$;~~

~~(7) $-U^3-O-C(O)-U^4-$;~~

~~(8) $-U^3-C(O)-O-U^4-$; or~~

~~(9) $-U^3-C(=NR^{15})-U^4-$;~~

~~U^3 and U^4 are each independently~~

~~(1) a single bond;~~

~~(2) alkylene;~~

~~(3) alkenylene; or~~

~~(4) alkynylene;~~

~~R^{11}, R^{12}, R^{13}, R^{14}, R^{15} and R^{16}~~

~~(4) are each independently hydrogen, alkyl, (hydroxy)alkyl, (alkoxy)alkyl, alkenyl, alkynyl, cycloalkyl, (cycloalkyl)alkyl, aryl, (aryl)alkyl, heterocyclo, (heterocyclo)alkyl, heteroaryl, or (heteroaryl)alkyl, any of which is~~

~~unsubstituted or substituted with one to four groups listed below for R^{20}; except R^{16} is not hydrogen; or~~

~~(5) R^{12} and R^{13} may be taken together to form a 3- to 8-membered saturated or unsaturated ring together with the atoms to which they are attached, which ring is unsubstituted or substituted with one or more groups listed below for R^{20}; or~~

~~(6) R^{12} and R^{13} together with the nitrogen atom to which they are attached may combine to form a group $-N=C\,R^{17}R^{18}$ where R^{17} and R^{18} are each independently hydrogen, alkyl, or alkyl substituted with a group R^{20};~~

~~R^{20} is alkyl, halogen, cyano, hydroxy, $-O$(alkyl), SH, $-S$(alkyl), amino, alkylamino, haloalkyl, or a lower alkyl substituted with cyano, hydroxy, or alkoxy;~~

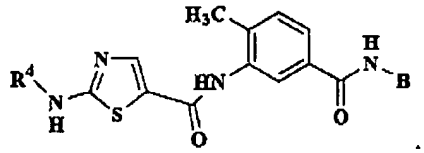
m is 0 ~~or 1~~; and

n is ~~0,~~ 1~~, 2, or 3; and~~

~~*t* is 1 or 2~~.

2-17. (Canceled)

18. (Currently Amended) A compound according to claim 1 ~~17~~ having the formula,



19-20. (Canceled)